


SUPPLEMENTAL AGREEMENT XXXI
(Trust Group 6)

RECORDATION NO. 6255- Filed 1425
DEC 06 1979 2 10 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT dated as of December 1, 1979,
between MANUFACTURERS HANOVER TRUST COMPANY, a New York
corporation, as Agent (the "Agent"), and TRAILER TRAIN COMPANY,
a Delaware corporation, (the "Company").

WHEREAS, the Trustee and the Company have entered into the
Equipment Trust Agreements and supplements thereto described in
Schedule A attached hereto (hereinafter collectively called
"Trust Agreement"); and

WHEREAS, in compliance with the Trust Agreements funds have
been deposited or will be deposited by the Company with the
Trustee for the equipment described in Schedule B attached hereto
and previously declared destroyed by the Company (said destroyed
equipment being hereinafter called "Destroyed Equipment"); and

WHEREAS, the Company desires to purchase the equipment
described in Schedule C attached hereto (hereinafter called
"Replacement Equipment") as provided in the Trust Agreements:

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and
transferred to the Company by the Trustee and is no longer subject
to the terms and conditions of the Trust Agreements.

The Replacement Equipment is hereby subjected to the terms
and conditions of the Trust Agreements in compliance therewith.

The Company will cause this Supplemental Agreement to be recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 (a).

This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the agent and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

MANUFACTURERS HANOVER TRUST
COMPANY, AGENT as aforesaid

By 

ASST. VICE PRESIDENT

ATTEST:



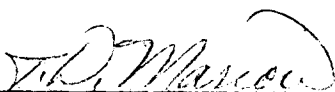
ASSISTANT SECRETARY

TRAILER TRAIN COMPANY

By 

Treasurer

ATTEST:



Assistant Secretary

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 4th day of December, 1979, before me personally
appeared W. B. DODGE to me personally known, who,
being by me duly sworn, says that he is ASST. VICE PRESIDENT

of Manufacturers Hanover Trust Company, that
one of the seals affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and
sealed on behalf of said corporation by authority of its Board of
Directors and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

James Foley

JAMES FOLEY
Notary Public, State of New York
No. 31-100000
Qualified in New York County
Commission Expires March 30, 1980

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this *31st* day of December, 1979 before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Monroe House
Notary Public

My Commission Expires: *October 10, 1982*

SCHEDULE AORIGINAL RECORDATIONSUPPLEMENTAL RECORDATION

<u>SERIES</u>	<u>DATED</u>	<u>DATE OF</u>		<u>RECORDATION</u>	<u>DATE OF</u>		<u>RECORDATION</u>
		<u>ICC</u>	<u>RECORDATION</u>		<u>ICC</u>	<u>RECORDATION</u>	
				<u>NUMBER</u>			<u>NUMBER</u>
7	9/01/66	10/17/66	3963-B		2/06/73	2/13/73	3963-C
					7/20/74	7/30/74	3963-D
					1/25/75	3/06/75	3963-E
					6/01/76	3/09/76	3963-F
					12/01/77	12/09/77	3963-G
					10/31/77	2/13/78	3963-H
8	10/01/66	11/14/66	3954-C		9/30/68	9/26/68	3954-D
					2/06/73	2/13/73	3954-G
					7/20/74	7/30/74	3954-I
					1/25/75	3/06/75	3954-K
					6/01/76	6/09/76	3954-L
					12/01/77	12/09/77	3954-M
					10/31/77	2/13/78	3954-N
10	11/15/66	12/21/66	4128		9/30/68	9/26/68	4128-A
					5/01/69	5/26/69	4128-B
					9/15/70	9/25/70	4128-C
					2/06/73	2/13/73	4128-D
					7/20/74	7/30/74	4128-F
					6/01/76	6/09/76	4128-G
					12/01/77	12/09/77	4128-H
					10/31/77	2/13/78	4128-I
13	12/30/66	2/06/67	4198		9/30/68	9/26/68	4198-A
					9/01/69	5/26/69	4198-B
					2/06/73	2/13/73	4198-C
					7/20/74	7/30/74	4198-D
					1/25/75	3/06/75	4198-E
					6/01/76	6/09/76	4198-F
					12/01/77	12/09/77	4198-G
					10/31/77	2/13/78	4198-H
21	2/15/69	2/24/69	5161		8/01/69	12/04/69	5161-A
					9/15/70	9/25/70	5161-B
					10/17/72	11/07/72	5161-C
					2/06/73	2/13/73	5161-D

ORIGINAL RECORDATION

SERIES	DATED	DATE OF	RECORDATION
		ICC RECORDATION	

SUPPLEMENTAL RECORDATION

DATED	DATE OF	RECORDATION
	ICC RECORDATION	

21				7/20/74	7/30/74	5161-E
cont.				1/25/75	3/06/75	5161-F
				6/01/76	6/09/76	5161-G
				12/01/77	12/09/77	5161-H
				10/31/77	2/13/78	5161-I

22	4/15/69	5/09/69	5248	9/15/70	9/25/70	5248-A
				10/17/72	11/07/72	5258-C
				2/06/73	2/13/73	5248-D
				7/20/74	7/30/74	5248-E
				1/25/75	3/06/75	5248-F
				6/01/76	6/09/76	5248-G
				12/01/77	12/09/77	5248-H
				10/31/77	2/13/78	5248-I

23	7/01/69	7/11/69	5315	2/06/73	2/13/73	5315-B
				7/20/74	7/30/74	5315-C
				1/25/75	3/06/75	5315-D
				6/01/76	6/09/76	5315-E
				12/01/77	12/09/77	5315-F
				10/31/77	2/13/78	5315-G

25	12/15/69	1/07/70	5534	1/29/71	2/01/71	5534-A
				2/06/73	2/13/73	5534-B
				7/20/74	7/30/74	5534-C
				1/25/75	3/06/75	5534-D
				6/01/76	6/09/76	5534-E
				12/01/77	12/09/77	5534-F
				10/31/77	2/13/78	5534-G

26	5/01/70	5/05/70	5702	10/17/72	11/07/72	5702-B
				2/06/73	2/13/73	5702-C
				7/20/74	7/30/74	5702-D
				1/25/75	3/06/75	5702-E
				6/01/76	6/09/76	5702-F
				12/01/77	12/09/77	5702-G
				10/31/77	2/13/78	5702-H

ORIGINAL RECORDATION

<u>SERIES</u>	<u>DATED</u>	<u>DATE OF ICC RECORDATION</u>	<u>RECORDATION NUMBER</u>
---------------	--------------	--	-------------------------------

27	7/15/70	7/21/70	5786
----	---------	---------	------

SUPPLEMENTAL RECORDATION

<u>DATED</u>	<u>DATE OF ICC RECORDATION</u>	<u>RECORDATION NUMBER</u>
--------------	--	-------------------------------

2/06/73	2/13/73	5786-A
7/20/74	7/30/74	5786-B
1/25/75	3/06/-5	5786-C
6/01/76	6/09/76	5786-D
12/01/77	12/09/77	5786-E
10/31/77	2/13/78	5786-F

29	8/01/71	7/28/71	6255
----	---------	---------	------

2/06/73	2/13/73	6255-A
7/20/74	7/30/74	6255-B
1/25/75	3/06/75	6255-C
6/01/76	6/09/76	6255-D
12/01/77	12/09/77	6255-E
10/31/77	2/13/78	6255-F

TRUST GROUP # 6

DESTROYED EQUIPMENT

<u>Agreement #</u>	<u>Car Type</u>	<u>Car Numbers</u>	<u>Car Value</u>
Series 7 (9/1/66)	89' FC	154 057	\$ 18,795.94
	89' FC	154 060	16,592.94
			<u>35,388.88</u>
Series 10 (11/15/66)	89' FC	601 347	14,440.65
	89' FC	914 153	18,529.52
	89' FC	914 084	14,840.46
	89' FC	154 149	15,721.22
	89' FC	914 102	13,833.57
	89' FC	914 180	16,840.12
	89' FC	154 211	16 896.67
			<u>111,102.21</u>
Series 13 (12/30/66)	89' FC	930 167	14,305.69
	89' FC	930 435	17,158.35
	89' FC	930 411	15,551.55
	89' FC	930 448	16,987.56
	89' FC	251 413	16,391.38
	89' FC	251 419	16,817.66
	89' FC	092 349	16,928.76
	89' FC	092 406	16,262.38
	89' FC	251 439	15,457.84
			<u>145,861.17</u>
Series 21 (2/15/69)	89' FC	905 887	18,919.57
	89' FC	905 798	15,659.33
	89' FC	603 104	18,496.25
	89' FC	905 900	18,854.69
	89' FC	908 830	20,140.20
	60' FC	093 683	19,659.75
	60' FC	093 649	21,632.55
	60' FC	093 885	20,600.73
	89' FC	909 037	20,140.20
	89' FC	156 221	19,038.80
			<u>193,142.07</u>
Series 22 (4/15/69)	89' FC	156 713	20,064.92
	89' FC	156 783	19,966.59
	89' FC	156 892	19,371.28
	89' FC	156 566	19,199.10
	89' FC	961 876	17,655.56
	89' FC	156 670	18,765.34
	89' FC	961 959	18,177.34
	89' FC	909 257	19,839.29
	89' FC	909 387	19,664.21
	89' FC	909 225	19,229.79
	89' FC	972 431	22,723.36
	89' FC	909 312	19,664.12
	89' FC	972 627	22,613.33
	89' FC	972 468	23,619.45
	89' FC	972 620	23,912.39
			<u>304,466.07</u>

TRUST GROUP # 6DESTROYED EQUIPMENT

<u>Agreement #</u>	<u>Car Type</u>	<u>Car Number</u>	<u>Car Value</u>	
Series 23 (7/1/69)	89' FC	962 171	\$ 18,464.63	
	89' FC	157 105	19,360.13	
	89' FC	157 143	19,360.13	
	60' FC	094 163	21,149.76	
	89' FC	972 712	24,201.07	
	89' FC	800 000	20,201.47	
	89' FC	972 786	23,358.81	
	60' FC	094 118	19,906.55	
			<u>166,002.55</u>	
Series 25 (12/15/69)	89' FC	970 368	25,029.61	
	89' FC	810 184	21,405.50	
	89' FC	810 183	21,069.78	
	89' FC	962 722	19,132.81	
	89' FC	962 769	18,814.43	
	89' FC	962 554	18,432.13	
	89' FC	253 037	16,891.20	
	89' FC	800 809	21,073.91	
	89' FC	800 955	20,651.01	
	89' FC	800 733	20,152.39	
	89' FC	801 103	21,200.11	
			<u>223,852.88</u>	
Series 26 (5/1/70)	89' FC	970 548	23,553.09	
	89' FC	970 532	17,323.38	
	89' FC	970 491	22,185.45	
	89' FC	157 613	19,715.18	
	89' FC	940 293	18,991.84	
	89' FC	253 110	18,596.21	
			<u>120,365.15</u>	
Series 27 (7/15/70)	89' FC	976 043	20,759.03	
	89' FC	157 828	4,859.78	(77 Partial)
	89' FC	963 216	19,735.97	
	89' FC	158 103	20,601.62	
	89' FC	158 127	20,150.49	
	89' FC	253 503	20,110.78	
	89' FC	157 823	23,681.99	
	89' FC	157 773	19,304.10	
	89' FC	801 286	19,548.81	
	89' FC	253 308	18,837.66	
	89' FC	972 884	22,858.40	
			<u>210,448.63</u>	
Series 29 (8/1/71)	68' FC	080 700	4,316.20	(Partial)
	68' FC	080 706	232.01	(Partial '77)
			<u>4,548.21</u>	
			<u>\$1,515,177.82</u>	

SCHEDULE C
TRUST GROUP 6, SUPPLEMENT XXXI
REPLACEMENT EQUIPMENT

<u>Car Description</u>	<u>Quantity</u>	<u>Car Numbers (Incl.)</u>	<u>Unit Cost</u>	<u>Total Cost</u>
<u>Bethlehem Steel Corporation</u>				
68", 100-ton capacity, hydraulic draft gear, flush deck flatcars with bulkheads	3	81982-81984	\$49,763.78	\$ 149,291.34
<u>Pullman Standard</u>				
89' 4", 70-ton capacity, hydraulic draft gear, flush deck all purpose flatcars	28	991435-991462	\$48,781.66	1,365,886.48
	<u>31</u>			<u>\$1,515,177.82</u>